

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

Re: D.I. 1983

**CERTIFICATION OF COUNSEL REGARDING ORDER GRANTING DEBTORS'
MOTION FOR ORDER ALLOWING THE ADVANCEMENT AND PAYMENT OF
DEFENSE COSTS AND SETTLEMENT AMOUNTS OF INSURED PERSONS
PURSUANT TO THE D&O POLICY**

The undersigned counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”) hereby certify as follows:

1. On February 5, 2025, the Debtors filed the *Motion of Debtors for Entry of an Order (I) Authorizing and Approving (A) the Debtors’ Entry Into and Performance Under the Purchase Agreement, (B) the Sale of the Purchased Assets, (C) the Assumption and Assignment of the Leases and the City Agreement, and (D) the Debtors’ Entry Into the New Lease and (II) Granting Related Relief* (D.I. 1942) (the “**Motion**”).² Attached as Exhibit A to the Motion was a proposed form of order.

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

2. The deadline to object to the Motion was February 19, 2025, at 4:00 p.m. (ET). The Debtors have revised the proposed form of order to incorporate comments received from the Official Committee of Unsecured Creditors (the “**Committee**”). The Debtors have not received any other comments to the Motion, and no objections to the Motion appear on the Court’s docket.

3. Attached hereto as **Exhibit A** is a revised proposed form of order (the “**Proposed Order**”) reflecting the comments of the Committee.

4. Attached hereto as **Exhibit B** is a redline of the Proposed Order against the form of order attached to the Motion.

5. Counsel for the Committee and the Insurer have reviewed the Proposed Order and consent to its entry. The Debtors also shared the Proposed Order with the Insured Persons. All but one of the Insured Persons, by and through their counsel, confirmed that they do not object to entry of the Proposed Order. The Debtors have not received a response from one Insured Person.

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order at its earliest convenience.

[Signature page follows]

Dated: February 24, 2025
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Sophie Rogers Churchill

Robert J. Dehney, Sr. (No. 3578)
Andrew R. Remming (No. 5120)
Daniel B. Butz (No. 4227)
Tamara K. Mann (No. 5643)
Sophie Rogers Churchill (No. 6905)
1201 N. Market Street, 16th Floor
Wilmington, DE 19801
Tel: (302) 658-9200
rdehney@morrisnichols.com
aremming@morrisnichols.com
dbutz@morrisnichols.com
tmann@morrisnichols.com
srchurchill@morrisnichols.com

-and-

DAVIS POLK & WARDWELL LLP

Brian M. Resnick (admitted *pro hac vice*)
Adam L. Shpeen (admitted *pro hac vice*)
Stephen D. Piraino (admitted *pro hac vice*)
Ethan Stern (admitted *pro hac vice*)
450 Lexington Avenue
New York, NY 10017
Tel.: (212) 450-4000
brian.resnick@davispolk.com
adam.shpeen@davispolk.com
stephen.piraino@davispolk.com
jonah.peppiatt@davispolk.com
ethan.stern@davispolk.com

Counsel to the Debtors and Debtors in Possession